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Counsel for Defendants

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

ROBERT DUVAL, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

v.

PAR PHARMACEUTICAL COMPANIES,
INC., PETER S. KNIGHT, PATRICK G.
LEPORE, RONALD M. NORDMANN,
THOMAS P. RICE, MELVIN SHAROKY,
JOSEPH E. SMITH, PATRICK J. ZENNER,
TPG CAPITAL, L.P., SKY GROWTH
HOLDINGS CORPORATION, and SKY
GROWTH ACQUISITION CORPORATION,

Defendants.

Civil Action No. 2:12-cv-05109-SRC-
CLW

**DECLARATION OF MARTIN J.
CRISP IN SUPPORT OF ADMISSION
*PRO HAC VICE***

I, Martin J. Crisp, hereby certify as follows:

1. I submit this Declaration in support of my application for admission *pro hac vice* to represent Defendants TPG Capital, L.P., Sky Growth Holdings Corporation and Sky Growth Acquisition Corporation in the above-captioned matter. I am a member of the firm of Ropes & Gray LLP, counsel for Defendants TPG Capital, L.P., Sky Growth Holdings Corporation and Sky Growth Acquisition Corporation, and I principally practice in the firm's New York City office which is located at 1211 Avenue of the Americas, New York, New York 10036.

2. I am admitted to practice law in the State of New York (New York State Unified Court System, Office of Court Administration, 25 Beaver Street, Room 840, New York, New York 10004). I have been a member in good standing of the Bar of New York since my admission in 2005.

3. I am a member in good standing and am eligible to practice in the following courts, each of which includes the name and address of the office maintaining the roll of its members.

<u>Court</u>	<u>Admission Year</u>
U.S. District Court, Southern District of New York Office of the Clerk 500 Pearl Street New York, New York 10007	2006
U.S. District Court, Eastern District of New York Office of the Clerk 225 Cadman Plaza East Brooklyn, New York 11201	2011
U.S. District Court, Northern District of New York Office of the Clerk 100 South Clinton Street Syracuse, New York 13261	2011

4. I will be associated in this matter with counsel of record, Adam M. Saltzman, who is resident in our New York City office. Mr. Saltzman is a member in good standing of the Bar of the United States District Court for the District of New Jersey and of the Bar of the State of New Jersey.

5. I have never been disbarred, sanctioned, or subject to any disciplinary proceedings. In addition, there are no disciplinary proceedings pending against me in any jurisdiction.

6. I acknowledge that I have a continuing obligation during the period of my admission *pro hac vice* in this matter to promptly advise this Court of any disciplinary proceedings hereafter instituted.

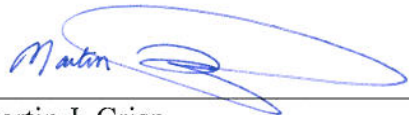
7. I acknowledge that I will comply with the requirements of L.Civ.R. 101.1(c), including payment of the annual fee to the New Jersey Lawyers' Fund for Client Protection in accordance with New Jersey Court Rule 1:28-2 and payment of the fee required by L.Civ.R. 101.1(c)(3), and the other Local Civil Rules of this Court. I understand that under L.Civ.R. 101.1(c)(5) I am within the disciplinary jurisdiction of this Court and I will be subject to L.Civ.R. 103.1, *Judicial Ethics and Professional Responsibility*, and L.Civ.R. 104.1, *Discipline of Attorneys*. I consent to the appointment of the Clerk of the Court as the agent upon whom service of process may be made for all actions that may arise against me from my participation in this matter.

8. I respectfully submit there is good cause for my admission. I have particular expertise in matters involving corporate and securities litigation, including the defense of class and derivative actions, and Defendants TPG Capital, L.P., Sky Growth Holdings Corporation and Sky Growth Acquisition Corporation have requested that I appear in this matter *pro hac vice*.

9. Consequently, I respectfully request that the Court grant my admission *pro hac vice*.

I certify under penalty of perjury that the foregoing statements are true and correct.

Executed on: August 23, 2012



Martin J. Crisp